

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT INC.,	:	Case No. 20-11835 (___)
	:	
Debtor.	:	Tax I.D. No. 27-4757800
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
AIRLINE MEDIA PRODUCTIONS, INC.,	:	Case No. 20-11836 (___)
	:	
Debtor.	:	Tax I.D. No. 36-4762314
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
EMERGING MARKETS COMMUNICATIONS, LLC,	:	Case No. 20-11837 (___)
	:	
Debtor.	:	Tax I.D. No. 59-3740735
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
ENTERTAINMENT IN MOTION, INC.,	:	Case No. 20-11838 (___)
	:	
Debtor.	:	Tax I.D. No. 95-4173908
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT OPERATIONS SOLUTIONS, INC.,	:	Case No. 20-11839 (___)
	:	
Debtor.	:	Tax I.D. No. 45-2683375
	:	
	X	

-----	X	
In re:	:	Chapter 11
GLOBAL EAGLE SERVICES, LLC,	:	
	:	Case No. 20-11840 (___)
Debtor.	:	Tax I.D. No. 37-1897899
-----	X	
In re:	:	Chapter 11
GLOBAL EAGLE TELECOM LICENSING	:	
SUBSIDIARY LLC,	:	Case No. 20-11841 (___)
	:	Tax I.D. No. 38-4082547
Debtor.	:	
-----	X	
In re:	:	Chapter 11
IFE SERVICES (USA), INC.,	:	
	:	Case No. 20-11842 (___)
Debtor.	:	Tax I.D. No. 77-0692120
-----	X	
In re:	:	Chapter 11
INFLIGHT PRODUCTIONS USA INC.,	:	
	:	Case No. 20-11843 (___)
Debtor.	:	Tax I.D. No. 95-4528493
-----	X	
In re:	:	Chapter 11
MARITIME TELECOMMUNICATIONS	:	
NETWORK, INC.,	:	Case No. 20-11844 (___)
	:	Tax I.D. No. 84-1289974
Debtor.	:	
-----	X	

-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN GOVERNMENT SERVICES, INC.,	:	Case No. 20-11846 (___)
	:	
Debtor.	:	Tax I.D. No. 26-4556069
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN INTERNATIONAL, INC.,	:	Case No. 20-11847 (___)
	:	
Debtor.	:	Tax I.D. No. 27-4338559
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN LICENSE CORP.,	:	Case No. 20-11848 (___)
	:	
Debtor.	:	Tax I.D. No. 20-4560314
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
N44HQ, LLC,	:	Case No. 20-11845 (___)
	:	
Debtor.	:	Tax I.D. No. 26-3240570
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
POST MODERN EDIT, INC.,	:	Case No. 20-11849 (___)
	:	
Debtor.	:	Tax I.D. No. 80-0926256
	:	
-----	X	

-----	X	
	:	
In re:	:	Chapter 11
	:	
ROW 44, INC.,	:	Case No. 20-11850 (___)
	:	
Debtor.	:	Tax I.D. No. 20-8782959
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
THE LAB AERO, INC.,	:	Case No. 20-11851 (___)
	:	
Debtor.	:	Tax I.D. No. 26-2799831
	:	
-----	X	

**MOTION OF DEBTORS FOR ENTRY OF ORDER  
(I) AUTHORIZING JOINT ADMINISTRATION OF  
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Global Eagle Entertainment Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (this “**Motion**”):<sup>1</sup>

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”): (a) authorizing joint administration of the Debtors’ Chapter 11 Cases (as defined below) for procedural purposes only and (b) granting related relief.

**JURISDICTION AND VENUE**

2. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for

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<sup>1</sup> The facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined below), filed contemporaneously herewith and incorporated herein by reference. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the First Day Declaration.

the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

4. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order or judgment by the Court in connection with this Motion if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

### **BACKGROUND**

5. On the date hereof (the “**Petition Date**”), the Debtors commenced with the Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in the Chapter 11 Cases.

6. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Christian M. Mezger In Support of Debtors’ Chapter 11 Petitions and First Day Relief* (the “**First Day Declaration**”), filed contemporaneously herewith and incorporated herein by reference.<sup>2</sup>

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<sup>2</sup> The First Day Declaration and other relevant case information is available on the following website maintained by the Debtors’ proposed claims and noticing agent, Prime Clerk LLC: <http://cases.primeclerk.com/GEE>.

**BASIS FOR RELIEF REQUESTED**

7. Bankruptcy Rule 1015(b) provides that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates” of the debtor and such affiliates. Fed. R. Bankr. P. 1015(b)(4). Section 101(2) of title 11 of the United States Code (the “**Bankruptcy Code**”), in turn, defines the term “affiliate” in pertinent part, as:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(C) [a] person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) [an] entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

11 U.S.C. § 101(2).

8. The Debtors are all “affiliates” as such term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Accordingly, the Court is authorized to grant the relief requested herein

9. Further, Local Rule 1015-1 provides that:

[a]n order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties . . . .

Del. Bankr. L.R. 1015-1.

10. Pursuant to Local Rule 1015-1, the Debtors have filed the First Day Declaration contemporaneously herewith. As set forth in the First Day Declaration, joint administration of the Chapter 11 Cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court of the burden of entering duplicative orders and maintaining duplicative files and dockets. The Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and other parties in interest will similarly benefit from joint administration of the Chapter 11 Cases, as it will spare them the time and effort of reviewing duplicative pleadings and papers.

11. Joint administration will not adversely affect creditors’ rights because this Motion requests only the administrative consolidation, and not the substantive consolidation, of the Debtors’ estates. As such, each creditor will continue to hold its claim against a particular Debtor’s estate after the relief requested in this Motion is granted. Accordingly, the Debtors respectfully request that the Court modify the captions of the Chapter 11 Cases to reflect joint administration as follows:

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	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (____)
INC., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	
	:	
-----	X	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC

(2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors' address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.

As reflected in the above caption, footnote 1 will set forth a complete listing of the Debtors' names, as well as the last four digits of each Debtor's federal tax identification number and the Debtors' mailing address.

12. In addition, the Debtors request that the Court make a separate docket entry on the docket of each of the Debtors' cases (except that of Global Eagle Entertainment Inc.), substantially as follows:

An order has been entered in this case consolidating this case with the case of Global Eagle Entertainment Inc., Case No. 20-11835 (\_\_\_), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-11835 (\_\_\_) should be consulted for all matters affecting this case.

13. In view of the fact that joint administration is a procedural matter only, the Debtors respectfully request that the Court direct that any creditor filing a proof of claim against any of the Debtors or their respective estates clearly assert its claim against the particular Debtor obligated on such claim, and not against the jointly administered Debtors.

14. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis. See Del. Bankr. L.R. 1015-1. No party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, creditors, and other parties in interest and, therefore, should be granted.



**NOTICE**

15. Notice of this Motion will be provided to (a) the U.S. Trustee (Attn: Timothy J. Fox, Jr.); (b) the holders of the 30 largest unsecured claims against the Debtors; (c) counsel to the prepetition first lien and proposed postpetition agent, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: David N. Griffiths and Bryan R. Podzius); (d) counsel to the ad hoc first lien group, (i) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: Scott J. Greenberg and Michael J. Cohen) and (ii) Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street # 1700, Wilmington, Delaware 19801 (Attn: Laura Davis Jones); (e) counsel to the second lien noteholder, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Alan W. Kornberg); (f) counsel to the ad hoc convertible noteholder group, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, New York 10036 (Attn: Philip C. Dublin); (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service; (i) the United States Securities and Exchange Commission; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking "first day" relief, the Debtors will serve copies of this Motion and any order entered in respect of this Motion as required by Local Rule 9013-1(m). The Debtors believe that no further notice is required.

*[Remainder of page left intentionally blank]*

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: July 22, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

/s/ Kara Hammond Coyle

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-and-

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Ted A. Dillman (*pro hac vice* admission pending)  
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helena.tseregounis@lw.com  
nicholas.messana@lw.com

*Proposed Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT INC.,	:	Case No. 20-11835 (___)
	:	
Debtor.	:	Tax I.D. No. 27-4757800
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
AIRLINE MEDIA PRODUCTIONS, INC.,	:	Case No. 20-11836 (___)
	:	
Debtor.	:	Tax I.D. No. 36-4762314
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
EMERGING MARKETS COMMUNICATIONS, LLC,	:	Case No. 20-11837 (___)
	:	
Debtor.	:	Tax I.D. No. 59-3740735
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
ENTERTAINMENT IN MOTION, INC.,	:	Case No. 20-11838 (___)
	:	
Debtor.	:	Tax I.D. No. 95-4173908
	:	
	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT OPERATIONS SOLUTIONS, INC.,	:	Case No. 20-11839 (___)
	:	
Debtor.	:	Tax I.D. No. 45-2683375
	:	
	X	

-----	X	
In re:	:	Chapter 11
GLOBAL EAGLE SERVICES, LLC,	:	
	:	Case No. 20-11840 (___)
Debtor.	:	Tax I.D. No. 37-1897899
-----	X	
In re:	:	Chapter 11
GLOBAL EAGLE TELECOM LICENSING	:	
SUBSIDIARY LLC,	:	Case No. 20-11841 (___)
	:	Tax I.D. No. 38-4082547
Debtor.	:	
-----	X	
In re:	:	Chapter 11
IFE SERVICES (USA), INC.,	:	
	:	Case No. 20-11842 (___)
Debtor.	:	Tax I.D. No. 77-0692120
-----	X	
In re:	:	Chapter 11
INFLIGHT PRODUCTIONS USA INC.,	:	
	:	Case No. 20-11843 (___)
Debtor.	:	Tax I.D. No. 95-4528493
-----	X	
In re:	:	Chapter 11
MARITIME TELECOMMUNICATIONS	:	
NETWORK, INC.,	:	Case No. 20-11844 (___)
	:	Tax I.D. No. 84-1289974
Debtor.	:	
-----	X	

-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN GOVERNMENT SERVICES, INC.,	:	Case No. 20-11846 (___)
	:	
Debtor.	:	Tax I.D. No. 26-4556069
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN INTERNATIONAL, INC.,	:	Case No. 20-11847 (___)
	:	
Debtor.	:	Tax I.D. No. 27-4338559
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
MTN LICENSE CORP.,	:	Case No. 20-11848 (___)
	:	
Debtor.	:	Tax I.D. No. 20-4560314
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
N44HQ, LLC,	:	Case No. 20-11845 (___)
	:	
Debtor.	:	Tax I.D. No. 26-3240570
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
POST MODERN EDIT, INC.,	:	Case No. 20-11849 (___)
	:	
Debtor.	:	Tax I.D. No. 80-0926256
	:	
-----	X	

-----	X	
	:	
In re:	:	Chapter 11
	:	
ROW 44, INC.,	:	Case No. 20-11850 (___)
	:	
Debtor.	:	Tax I.D. No. 20-8782959
	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
THE LAB AERO, INC.,	:	Case No. 20-11851 (___)
	:	
Debtor.	:	Tax I.D. No. 26-2799831
	:	
-----	X	

**ORDER (I) AUTHORIZING JOINT ADMINISTRATION OF  
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (a) authorizing joint administration of the Chapter 11 Cases and (b) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion and the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or

<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order, therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is granted, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 20-11835 (\_\_\_\_) in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

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	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (____)
INC., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	
	:	
-----	X	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors' address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.



As reflected in the above caption, footnote 1 shall set forth a complete listing of the Debtors' names, as well as the last four digits of each Debtor's federal tax identification number and the Debtors' mailing address.

5. The caption set forth above shall be deemed to satisfy any applicable requirements of section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n).

6. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of Global Eagle Entertainment Inc., Case No. 20-11835 (\_\_\_).

7. A docket entry shall be made in the Chapter 11 Cases of each of the Debtors, other than Global Eagle Entertainment Inc., substantially as follows:

An order has been entered in this case consolidating this case with the case of Global Eagle Entertainment Inc., Case No. 20-11835 (\_\_\_), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-11835 (\_\_\_) should be consulted for all matters affecting this case.

8. Any creditor filing a proof of claim against any of the Debtors or their respective estates shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors, except as otherwise provided in any other order of this Court.

9. Nothing in the Motion or this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Chapter 11 Cases.

10. This Order shall take effect immediately upon entry.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.